

Objection Deadline: November 11, 2010 at 4:00 p.m. (eastern)

Hearing Date: November 18, 2010 at 10:00 a.m. (eastern)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	Chapter 11
MESA AIR GROUP, INC., <i>et al.</i> ,	Case No. 10-10018 (MG)
Debtors.	(Jointly Administered)

OBJECTION OF LAMPE, CONWAY & CO. LLC TO DEBTORS' MOTION FOR ENTRY OF ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) APPROVING SOLICITATION AND NOTICE MATERIALS; (III) APPROVING FORM OF BALLOTS; (IV) ESTABLISHING SOLICITATION AND VOTING PROCEDURES; (V) ALLOWING AND ESTIMATING CERTAIN CLAIMS FOR VOTING PURPOSES; (VI) SCHEDULING A CONFIRMATION HEARING; AND (VII) ESTABLISHING NOTICE AND OBJECTION PROCEDURES

Lampe, Conway & Co. LLC ("Lampe"), a creditor and party in interest in the above-captioned proceeding, by and through its undersigned counsel, hereby objects (the "Objection") to Debtors' Motion for Entry of Order (i) Approving Disclosure Statement; (ii) Approving Solicitation and Notice Materials; (iii) Approving Forms of Ballots; (iv) Establishing Solicitation and Voting Procedures; (v) Allowing and Estimating Certain Claims for Voting Purposes; (vi) Scheduling a Confirmation Hearing; and (vii) Establishing Notice and Objection Procedures (the "Motion for Hearing on Disclosure Statement"). In support of its Objection, Lampe states as follows:

I. BACKGROUND

1. On January 5, 2010, Mesa Air Group Inc. and eleven of its affiliates and subsidiaries (the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. On September 17, 2010, the Debtors filed the Motion for Hearing on Disclosure Statement, which seeks, *inter alia*, approval of the Disclosure Statement in Support of Amended Joint Plan of Reorganization of Mesa Air Group, Inc. and Affiliated Debtors Under Chapter 11 of the Bankruptcy Code (the “Disclosure Statement”).¹

II. OBJECTION

3. Lampe is a holder of those certain 8% senior unsecured notes due February 10, 2012 issued by Mesa Air Group, Inc. (the “2012 Notes”). Lampe objects to approval of the Disclosure Statement on the grounds that it lacks adequate information as required by section 1125 of the Bankruptcy Code. Holders of the 2012 Notes, such as Lampe, cannot determine from the Disclosure Statement what treatment they are to receive under the proposed plan of reorganization. It does not contain “adequate information” and creditors thus will not be able to make an informed decision on voting to accept the plan. *Sure-Snap Corp. v. State Street Bank & Trust Co.*, 948 F.2d 869, 873 (2d Cir. 1991) (“1125(b) requires Chapter 11 petitioners to file a mandatory disclosure statement listing all ‘adequate information’ which would enable holders of claims to take an informed position on a proposed reorganization plan”).

4. The Disclosure Statement states that holders of the 2012 Notes will receive pro rata distributions of the New 8% Notes (Series A) in full and final

¹ Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Disclosure Statement [Docket No. 1199].

satisfaction, settlement, release and discharge of, and exchange for, their claims. (Disclosure Statement, Section IV.C.6). The New 8% Notes (Series A) will be governed by an indenture to be filed as a Plan Supplement. (Disclosure Statement, Section IV.D.10). As of this date, the Debtors have not filed the indenture. In the absence of the indenture, the Disclosure Statement cannot provide adequate information upon which Lampe and other holders of the 2012 Notes can “make an informed judgment about the plan” from the Disclosure Statement. 11 U.S.C. § 1125(a-b).

5. Lampe reserves the right to supplement this Objection upon review of the indenture for the New 8% Notes (Series A).

III. CONCLUSION

For the foregoing reasons, Lampe respectfully requests that this Court (i) deny approval of the Disclosure Statement or, in the alternative, require the Debtors to file the indenture for the New 8% Notes (Series A), and (ii) grant such other and further relief as the Court deems appropriate.

Dated: November 11, 2010

Respectfully submitted,
/s/ David F. Heroy
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